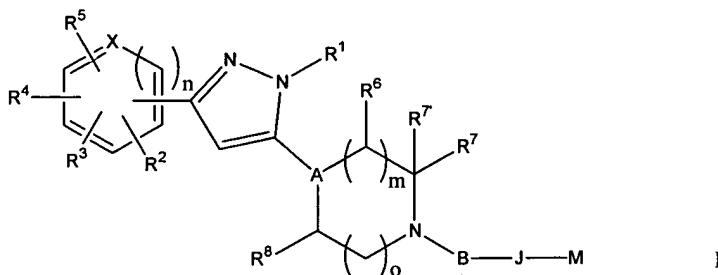


AMENDMENTS TO THE CLAIMS

1-20. (Canceled).

Claim 21 (Currently Amended): A compound of formula I



where:

m is an integer selected from 0, 1, and 2;

n and o are integers independently selected from 0 and 1;

A is selected from the group consisting of N and CH;

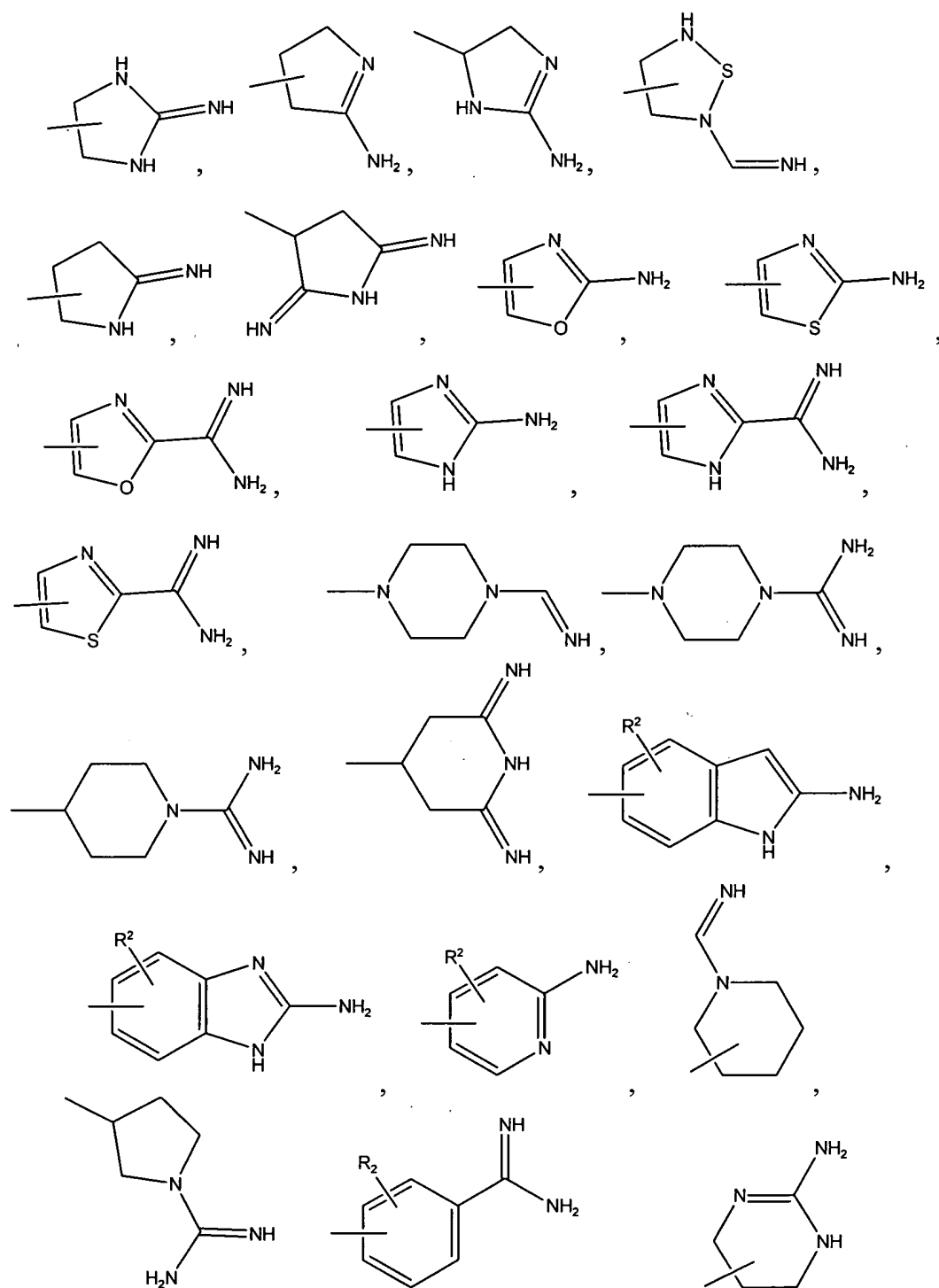
B is selected from the group consisting of -CH₂-CH₂-, -CH₂-CH₂-CH₂-, -CH₂-CH₂-NH-, -CH₂-O-CH₂-, -CH₂-S-CH₂-, -C(=O)-NH-, -C(=O)-CH₂-, -CH₂-C(=O)-NH-, -C(=O)-CH₂-C(=O)-, -C(=O)-NH-CH₂-, -C(=O)-, -S(=O)-, -S(=O)₂-, -S(=O)-NH-, -S(=O)₂-NH-, -S(=O)-CH₂-, -S(=O)₂-CH₂-, -S(=O)-CH₂-NH-, -S(=O)₂-CH₂-NH-, -S(=O)₂-NH-CH₂-, -CH₂-S(=O)₂-NH-, -C(=O)-NH-S(=O)₂-, -S(=O)₂-NH-C(=O)-, -C(=O)-CH₂-S(=O)₂-, and -S(=O)₂-CH₂-C(=O)-;

J is absent or selected from the group consisting of -O-, -S-, -CHR¹⁵-O-, -CH₂-CHR¹⁵-O-, -NH-, -NH-CHR¹⁵-, [-NH-(C₂-C₆alkyl)-], -NH-CHR¹⁵-C(=O)-, -C(=O)-, -CH₂-, -CHR¹⁵-CH₂-NH-, -C(=O)-CHR¹⁵-, -NH-C(=O)-CH(C₁-C₆alkyl)-, -NH-C(=O)-CH(C₃-C₁₂cycloalkyl)-, -CH₂CH₂-, -CH₂NH-, -CH₂-NH-C(=O)-, -CH₂-NH-C(=O)-C₁-C₆alkyl-, -CH₂-NH-C(=O)-CH(C₃-C₁₂cycloalkyl)- and -C(=O)-CHR¹⁵-NH-; or

B-J is selected from the group consisting of -C(=O)-CH₂-NH-C(=O)-CH(C₁-C₆alkyl)-, -C(=O)-CH₂-NH-C(=O)-CH(C₃-C₁₂cycloalkyl)-, -C(=O)-NH-(C₂-C₆alkyl)-, -S(=O)₂-NH-(C₂-C₆alkyl)-, -C(=O)-NH-, -S(=O)₂-NH-, -C(=O)-CH- and -S(=O)-CH₂-;

L is selected from the group consisting of $-O-$, $-CH_2-O-$, $-O-CH_2-$, $-CH_2-CH_2-O-$, $-O-CH_2-CH_2-$, $-CH_2-O-CH_2-$, $-CH_2-S-CH_2-$, $-C(=O)-NH-$, $-O-C(=O)-NH-$, $-CH_2-C(=O)-NH-$, $-C(=O)-CH_2-NH-$, $-C(=O)-NH-CH_2-$, $-NH-C(=O)-$, $NH-C(=O)-O-$, $-NH-CH_2-C(=O)-$, $-NH-C(=O)-CH_2-$, $-CH_2-NH-C(=O)-$, $-NH-C(=O)-NH-$, $-NH-S(=O)_2-NH-$, $-NH-S(=O)_2-$, $-NH-S(=O)_2-CH_2-$, $-CH_2-NH-S(=O)_2-$, $-S(=O)_2-NH-$, $-S(=O)_2-NH-CH_2-$, $-CH_2-S(=O)_2-NH-$, $-C(=O)-NH-S(=O)_2-$, $-S(=O)_2-NH-C(=O)-$, $-CH_2-NH-$, $-CH_2-CH_2-NH-$, $-NH-CH_2-$, $-NH-CH_2-CH_2-$, $-CH_2-NH-CH_2-$, $-C\equiv C-$, $-CH_2-C\equiv C-$, $-CH_2-CH_2-$, $-CH_2-CH_2-CH_2-$, $-CH_2-CH=CH-$, $CH=CH-CH_2-$, and $-CH=CH-$;

M is selected from the group consisting of R^9 ,



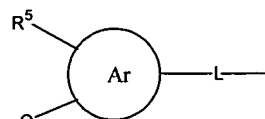
and

Q is selected from the group consisting of $-\text{C}(=\text{O})\text{OR}^{16}$, $-\text{C}(=\text{O})-\text{NH}-\text{C}(=\text{O})-\text{CF}_3$, $-\text{C}(=\text{O})-\text{NH}-\text{S}(=\text{O})_2-\text{R}^2$, $-\text{C}(=\text{O})-\text{NR}^1-\text{OH}$, 5-oxo-4,5-dihydro[1,2,4]oxadiazol-3-yl, and tetrazolyl;

X is A when n is 1, and is CH, N, O or S when n is 0;

R¹ is selected from the group consisting of hydrogen, (C₁-C₆)alkyl, halo-(C₁-C₆)alkyl, and (C₃-C₆)cycloalkyl;

R², R³ and R⁵ are individually selected from the group consisting of hydrogen, cyano, nitro, phenyl, phenoxy, benzyl, C₁-C₆alkyl, halo, halo-C₁-C₆alkyl, C₃-C₆cycloalkyl, C₁-C₆alkoxy, hydroxy, C₁-C₂alkoxy-methoxy, hydroxy-C₁-C₆alkyl, formyl, C₁-C₆alkylcarbonyl, amino, C₁-C₆alkylamino, aminocarbonyl, C₁-C₆alkylaminocarbonyl, formylamino, and C₁-C₆alkylcarbonylamino, where any alkyl or phenyl may optionally be substituted with halo or Q;



R⁴ is selected from the group consisting of R² and where Ar is a homo- or hetero-aryl group having 1 or 2 rings, each ring containing 5, 6 or 7 ring atoms of which 1-3 may be heteroatoms selected from N, O and S;

R⁶ is selected from the group consisting of hydrogen, C₁-C₆alkyl, halo, halo-C₁-C₆alkyl, C₃-C₆cycloalkyl, C₁-C₆alkoxy, C₁-C₆alkoxy-C₁-C₆alkyl, hydroxy, hydroxy-C₁-C₆alkyl, HC(=O)-C₁-C₆alkyl, carboxy, carboxy-C₁-C₆alkyl, carbonylamino-C₁-C₆alkyl, aminocarbonyl, (C₁-C₆alkyl)aminocarbonyl, di(C₁-C₆alkyl)aminocarbonyl, and aminocarbonyl-C₁-C₆alkyl;

R⁷ is selected from the group consisting of hydrogen, C₁-C₆alkyl, halo, halo-C₁-C₆alkyl, C₃-C₆cycloalkyl, C₁-C₆alkoxy, C₁-C₆alkoxy-C₁-C₆alkyl, hydroxy, hydroxy-C₁-C₆alkyl, HC(=O)-C₁-C₆alkyl, carboxy, carboxy-C₁-C₆alkyl, carbonylamino-C₁-C₆alkyl, aminocarbonyl, (C₁-C₆alkyl)aminocarbonyl, di(C₁-C₆alkyl)aminocarbonyl, and aminocarbonyl-C₁-C₆alkyl;

R^{7'} is hydrogen; or

R⁷ and R^{7'} together with the carbon to which they are bonded form -C(=O)-;

R⁸ is selected from the group consisting of hydrogen, hydroxy, C₁-C₆alkoxy, C₁-C₆alkyl, halo, halo-C₁-C₆alkyl, and C₃-C₆cycloalkyl;

R⁹ is selected from the group consisting of -NR¹⁰R¹¹, -C(=NR¹²)-NHR¹³, -N=CR¹⁴-NR¹⁰R¹¹, -NR¹³-CR¹⁴=NR¹², and -NR¹³-C(=NR¹²)-NHR^{13'} [=NH, and -CH=NH];

R¹⁰, R¹¹, R¹², R¹³ and R¹⁴ are independently selected from the group consisting of hydrogen, hydroxy, hydroxy-C₁-C₆alkyl, C₁-C₆alkyl, halo-C₁-C₆alkyl, C₁-C₆alkoxy, C₁-C₆alkoxy-C₁-C₆alkyl,

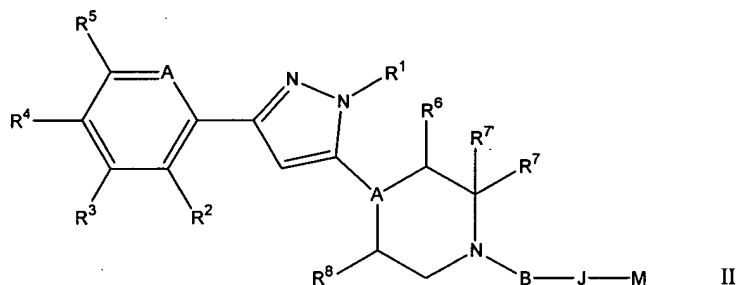
and C₃-C₇ cycloalkyl; or any member of the group R¹⁰, R¹¹, R¹², and R¹³ [and R¹⁴] together with the nitrogen to which it is attached forms a 5, 6 or 7 member heterocycle with any other member of the group, the heterocycle optionally containing one additional heteroatom selected from N, O and S;

R¹⁵ is selected from the group consisting of hydrogen, C₁-C₁₂alkyl, C₃-C₇cycloalkyl, aminocarbonyl, C₁-C₆alkylaminocarbonyl, and di(C₁-C₆alkyl)aminocarbonyl; and

R¹⁶ is selected from the group consisting of hydrogen, C₁-C₆alkyl, C₃-C₁₃cycloalkyl, C₆-C₁₀aryl, acetylamino-C₁-C₁₂alkyl, C₁-C₆alkylcarbonyloxy-C₁-C₆alkyl, and C₆-C₁₀aryl-C₀-C₆alkylcarbonyloxy-C₁-C₆alkyl,

or a pharmaceutically acceptable salt thereof.

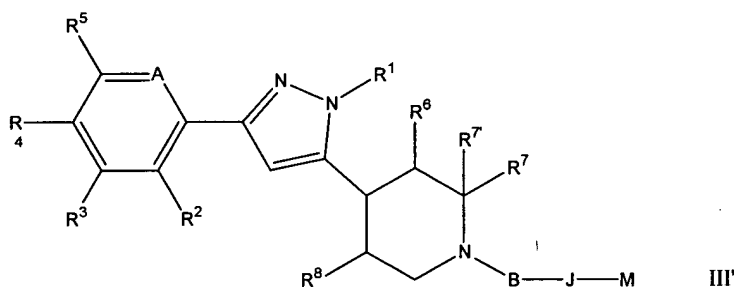
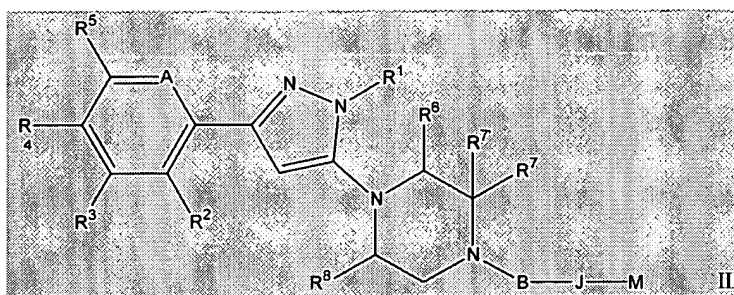
Claim 22 (Previously Presented): The compound of claim 21 that is a compound of formula II



where the substituents are defined as in claim 21;

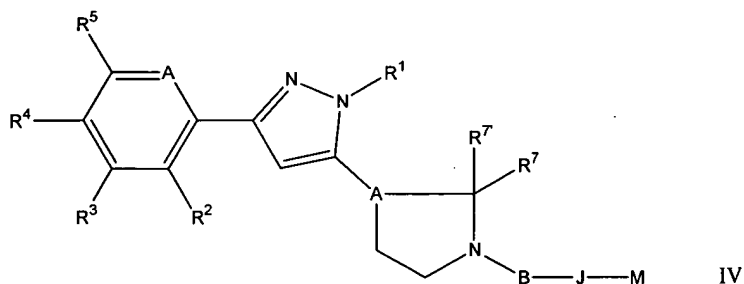
or a pharmaceutically acceptable salt thereof.

Claim 23 (Currently Amended): The compound of claim 22 that is a compound of formula III or formula III':



where the substituents are as defined in claim 21,
or a pharmaceutically acceptable salt thereof.

Claim 24 (Withdrawn): The compound of claim 21 that is a compound of formula IV



where the substituents are as defined in claim 21,
or a pharmaceutically acceptable salt thereof.

Claim 25 (Previously Presented): The compound of claim 21 where R^1 is hydrogen or C_1 - C_6 alkyl.

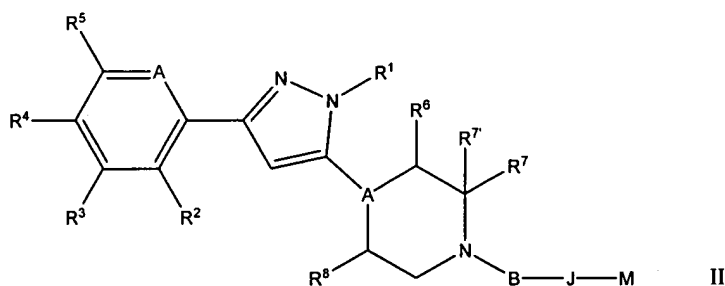
Claim 26 (Previously Presented): The compound of claim 21 where R^2 and R^3 are hydrogen, C_1 - C_6 alkyl, cyano, or halo.

Claim 27 (Previously Presented): The compound of claim 21 where B is $-C(=O)-$ or $-S(=O)_2-$.

Claim 28 (Previously Presented): The compound of claim 21 where J is $-CH_2-$, $-CH_2-CH_2-$, $-NH-$, $-NH-CH_2-$, $-CH_2-NH-$, $-CH_2-NH-C(=O)-$, $-CH_2-NH-C(=O)-C_1-C_6$ alkyl- or $-CH_2-NH-C(=O)-CH(C_3-C_{12}$ cycloalkyl)-.

Claim 29 (Previously Presented): The compound of claim 21 where B-J is selected from the group consisting of $-C(=O)-CH_2-NH-C(=O)-CH(C_1-C_6$ alkyl), $-C(=O)-CH_2-NH-C(=O)-CH(C_3-C_{12}$ cycloalkyl)-, $-C(=O)-NH-(C_2-C_6$ alkyl), $-S(=O)_2-NH-(C_2-C_6$ alkyl)-, $-C(=O)-NH-$, $-S(=O)_2-NH-$, $-C(=O)-CH_2-$ and $-S(=O)_2-CH_2-$.

Claim 30 (Currently Amended): A compound of formula II



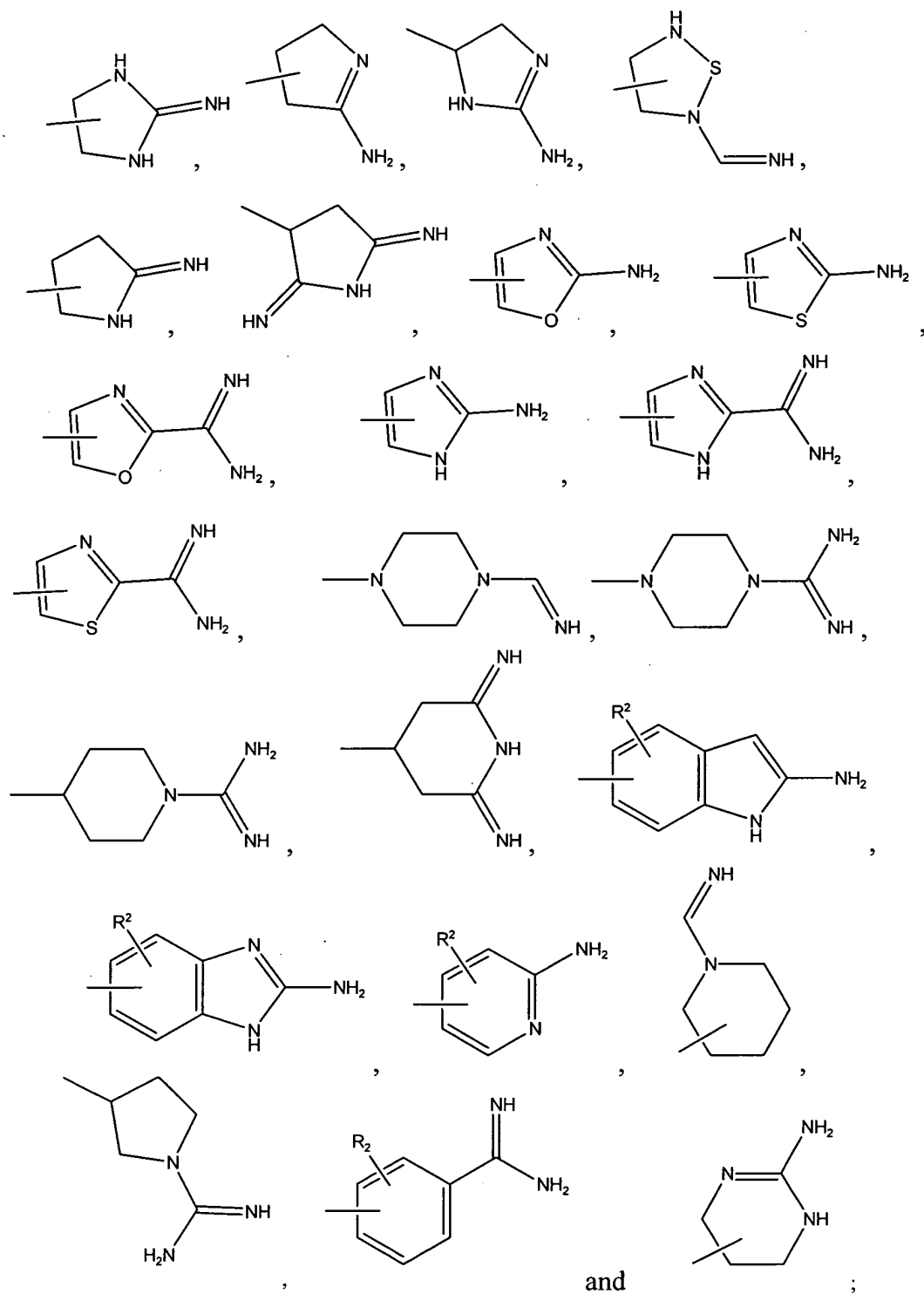
where:

A is selected from the group consisting of N and CH;

B is $-\text{C}(=\text{O})-$ or $-\text{S}(=\text{O})_2-$;

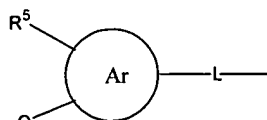
J is $-\text{CH}_2-$, $-\text{CH}_2\text{-CH}_2-$, $-\text{NH}-$, $-\text{NH-CH}_2-$, $-\text{CH}_2\text{-NH}-$, $-\text{CH}_2\text{-NH-C}(=\text{O})-$, $-\text{CH}_2\text{-NH-C}(=\text{O})\text{-C}_1\text{-C}_6\text{alkyl-}$, or $-\text{CH}_2\text{-NH-C}(=\text{O})\text{-CH}(\text{C}_3\text{-C}_{12}\text{cycloalkyl})-$;

M is selected from the group consisting of



R¹ is hydrogen or C₁-C₆ alkyl;

R^2 and R^3 are hydrogen, C_1 - C_6 alkyl, cyano, or halo;



R^4 is hydrogen, C_1 - C_6 alkyl, cyano, halo or thienyl, oxazolyl, thiazolyl, or pyrrolyl; where Ar is phenyl, furyl,

R^5 is hydroxy or C_1 - C_3 alkoxy;

L is selected from the group consisting of $-O-$, $-\text{CH}_2\text{-O-}$, $-\text{O-CH}_2-$, [or $-\text{CH}_2\text{-CH}_2-$] and $-\text{CH}_2\text{CH}_2\text{O-}$;

Q is selected from the group consisting of $-\text{C}(=\text{O})\text{OR}^{16}$, $-\text{C}(=\text{O})\text{-NH-C}(=\text{O})\text{-CF}_3$, $-\text{C}(=\text{O})\text{-NH-S}(=\text{O})_2\text{-R}^2$, $-\text{C}(=\text{O})\text{-NR}^1\text{-OH}$, 5-oxo-4,5-dihydro[1,2,4]oxadiazol-3-yl, and tetrazolyl;

R^6 is selected from the group consisting of hydrogen, C_1 - C_6 alkyl, halo, halo- C_1 - C_6 alkyl, C_3 - C_6 cycloalkyl, C_1 - C_6 alkoxy, C_1 - C_6 alkoxy- C_1 - C_6 alkyl, hydroxy, hydroxy- C_1 - C_6 alkyl, $\text{HC}(=\text{O})\text{-C}_1\text{-C}_6\text{alkyl}$, carboxy, carboxy- C_1 - C_6 alkyl, carbonylamino- C_1 - C_6 alkyl, aminocarbonyl, (C_1 - C_6 alkyl)aminocarbonyl, di(C_1 - C_6 alkyl)aminocarbonyl, and aminocarbonyl- C_1 - C_6 alkyl;

R^7 is selected from the group consisting of hydrogen, C_1 - C_6 alkyl, halo, halo- C_1 - C_6 alkyl, C_3 - C_6 cycloalkyl, C_1 - C_6 alkoxy, C_1 - C_6 alkoxy- C_1 - C_6 alkyl, hydroxy, hydroxy- C_1 - C_6 alkyl, $\text{HC}(=\text{O})\text{-C}_1\text{-C}_6\text{alkyl}$, carboxy, carboxy- C_1 - C_6 alkyl, carbonylamino- C_1 - C_6 alkyl, aminocarbonyl, (C_1 - C_6 alkyl)aminocarbonyl, di(C_1 - C_6 alkyl)aminocarbonyl, and aminocarbonyl- C_1 - C_6 alkyl;

$R^{7'}$ is hydrogen; or

R^7 and $R^{7'}$ together with the carbon to which they are bonded form $-\text{C}(=\text{O})-$;

R^8 is selected from the group consisting of hydrogen, hydroxy, C_1 - C_6 alkoxy,

C_1 - C_6 alkyl, halo, halo- C_1 - C_6 alkyl, and C_3 - C_6 cycloalkyl;

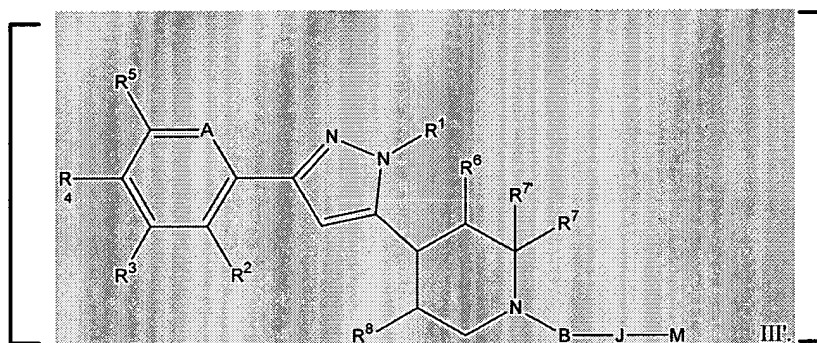
[R^9 is selected from the group consisting of $-\text{NR}^{10}\text{R}^{11}$, $-\text{C}(=\text{NR}^{12})\text{-NHR}^{13}$, $-\text{N}=\text{CR}^{14}\text{-NR}^{10}\text{R}^{11}$, $-\text{NR}^{13}\text{-CR}^{14}=\text{NR}^{12}$, $-\text{NR}^{13}\text{-C}(=\text{NR}^{12})\text{-NHR}^{13}$, $=\text{NH}$, and $-\text{CH}=\text{NH}$;

R^{10} , R^{11} , R^{12} , R^{13} and R^{14} are independently selected from the group consisting of hydrogen, hydroxy, hydroxy- C_1 - C_6 alkyl, C_1 - C_6 alkyl, halo- C_1 - C_6 alkyl, C_1 - C_6 alkoxy, C_1 - C_6 alkoxy- C_1 - C_6 alkyl, and C_3 - C_7 cycloalkyl; or any member of the group R^{10} , R^{11} , R^{12} , R^{13} , and

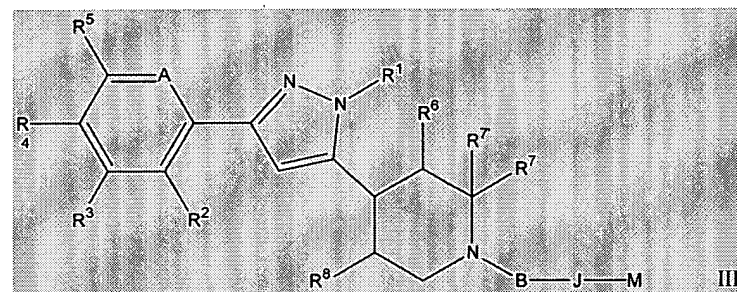
R^{14} together with the nitrogen to which it is attached forms a 5, 6 or 7 member heterocycle with any other member of the group, the heterocycle optionally containing one additional heteroatom selected from N, O and S]; and

R^{16} is selected from the group consisting of hydrogen, C_1 - C_6 alkyl, C_3 - C_{13} cycloalkyl, C_6 - C_{10} aryl, acetylamino- C_1 - C_{12} alkyl, C_1 - C_6 alkylcarbonyloxy- C_1 - C_6 alkyl, and C_6 - C_{10} aryl- C_0 - C_6 alkylcarbonyloxy- C_1 - C_6 alkyl,

or a pharmaceutically acceptable salt thereof.



Claim 31 (Currently Amended): The compound claim 30 that is a compound of formula III'



Claim 32 (Previously Presented): A composition comprising a compound of claim 21 or 30 and a pharmaceutically acceptable excipient.

Claim 33 (Previously Presented): A method of treating a mammal having a disease for which the antagonism of IL-2/IL-2R binding is indicated, comprising administering to the mammal a therapeutically effective dose of a compound of claim 21 or 30.

Claim 34 (Previously Presented): The method of claim 33 where the disease is T-lymphocyte-induced rejection of an allograft.

Claim 35 (Previously Presented): The method of claim 34 where T-lymphocytes which express IL-2R in response to antigens of the allograft are contacted with the compound.

Claim 36 (Previously Presented): The method of claim 34 where the allograft is a skin allograft.

Claim 37 (Previously Presented): The method of claim 34 where the allograft is a transplanted organ.

Claim 38 (Previously Presented): The method of claim 37 where the transplanted organ is a heart.

Claim 39 (Previously Presented): The method of claim 33 where the disease is an autoimmune disease.

Claim 40 (Previously Presented): The method of claim 39 where the autoimmune disease is selected from the group consisting of rheumatoid arthritis, multiple sclerosis, uveitis, and psoriasis.